FLOOD DARYL L

Form 4

February 14, 2003

FORM 4

__ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

			6. Relationship of Reporting Person(s) to Issuer
			(Check all applicable)
			<u>X</u> Director
1. Name and Address of Reporting Person *			_ 10% Owner
Flood Daryl L. (Last) (First) (Middle)	2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year)	_ Officer (give title below)
	Mid-State Bancshares		_ Other (specify below)
1026 East Grand Avenue	MDST	February 13, 2003	
(Street)			-
Arroyo Grande CA 93420 (City) (State) (Zip)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)
		Not Applicable	X_Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security		2A. Deemed Execution Date, if any (Month/Day/ Year)	2 Transportion Code	4. Securities Acquired (A) or Disposed of (D)	Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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		Code	V	Amount	(A) or (D)	Price			
Common Stock		G*	V	3,525	D		186,589	D	
		_							

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	2.			4. Trans Code (Instr		Secu Acq (A) Disp o n f (I (Inst	vativarities uired or bosed D) tr. 3,	\$	ate	7. Tit Amou Unde Secur (Instr	int of rlying		9. Number of Derivative Securities Beneficially	10. Ownership Form of Derivative	
1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/ Year)	3A. Deemed Execution Date, if any (Month/Day/ Year)					Date	Expiration		Amount or Number of	8. Price of Derivative Security (Instr. 5)	Owned Following Reported Transaction(s) (Instr. 4)	Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Natur of Indirect Beneficia Ownershi (Instr. 4)
				Code	V	(A)	(D)	Exercisable	Date	Title	Shares				
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Explanation of Responses:	
* Gifted 1,175 shares to each of his three children.	

/s/ Daryl L. Flood 02/11/2003

Date

^{**} Signature of Reporting Person

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, <i>see</i> Instruction 6 for procedure.
http://www.sec.gov/divisions/corpfin/forms/form4.htm

Last update: 09/05/2002